THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Binjiang Service Group Co. Ltd., you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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BINJIANG SERVICE

Binjiang Service Group Co. Ltd.

濱江服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3316)

CONTINUING CONNECTED TRANSACTIONS
RENEWAL OF AGREEMENTS DUE TO EXPIRE IN 2021
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

Independent Financial Adviser to

the Independent Board Committee and the Independent Shareholders

OPTIMA CAPITAL

Optima Capital Limited

Capitalised terms used in this cover shall have the same meanings as those defined in the section headed "Definitions" in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 5 to 17 of this circular and a letter from the Independent Board Committee to the Independent Shareholders is set out on pages 18 to 19 of this circular. A letter from Optima Capital, containing advice to the Independent Board Committee and the Independent Shareholders is set out on pages 20 to 33 of this circular.

A notice convening the EGM to be held at the Main Conference Room, Block 6, 36 Qingchun Road East, Shangcheng District, Hangzhou, the PRC on Tuesday, February 22, 2022 at 3:30 p.m. is set out on pages EGM-1 to EGM-3 of this circular. A proxy form for use at the EGM is enclosed with this circular. Such proxy form is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.hzbjwy.com). Whether or not you are able to attend the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the completed proxy form to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM (i.e. not later than 3:30 p.m. on Sunday, February 20, 2022) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

January 28, 2022

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Notice of EGM EGM-1

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

"2022 Master Pre-delivery Management Services Agreement"	the master pre-delivery management services agreement entered into between the Company and Binjiang Real Estate dated December 16, 2021
"2022 Property Management Services Agreement"	the property management services agreement entered into between the Company and Binjiang Real Estate dated December 16, 2021
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Binjiang Holdings"	Hangzhou Binjiang Investment Holdings Co., Ltd.* (È õ ê ³ › p Þ " ® !), a limited liability company established in the PRC on October 8, 2006. It is owned as to 64% by Mr. Qi, 18% by Mr. Mo and 18% by Mr. Zhu Huiming. Given Binjiang Holdings is controlled by Mr. Qi, one of the controlling Shareholders, Binjiang Holdings is therefore a connected person of the Company
"Binjiang Real Estate"	Hangzhou Binjiang Real Estate Group Co., Ltd.* (È õ ê Ò * « p … Þ " ® !), a limited liability company established in the PRC on August 22, 1996, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002244). As at the Latest Practicable Date, Binjiang Real Estate was owned as to approximately (i) 45.41% by Binjiang Holdings; (ii) 11.94% by Mr. Qi; (iii) 3.22% by Mr. Mo; (iv) 3.22% by Mr. Zhu Huiming; and (v) 1.00% by Mr. Qi Jiaqi (— ƒ), the son of Mr. Qi. Given Binjiang Real Estate is controlled by Mr. Qi, one of the controlling Shareholders, it is therefore a connected person of the Company
"Binjiang Real Estate Group"	Binjiang Real Estate and its subsidiaries
"Board"	the board of Directors
"China" or "PRC"	the People's Republic of China, which for the purpose of this circular, excludes Hong Kong, Macau and Taiwan

"Company"	Binjiang Service Group Co. Ltd. (õ ê « Þ " ® !), a company incorporated in the Cayman Islands with limited liability on July 6, 2017, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3316)

"Independent Shareholders"	Shareholders who do not have a material interest in the Non-exempt CCT Agreements
"Independent Third Party(ies)"	independent third party(ies) who is/are not connected person(s) (has the meaning ascribed to it under the Listing Rules) of the Company and is/are independent of and not connected with the Company and directors, supervisors, chief executive, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates
"Latest Practicable Date"	January 26, 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"Model Code"	the Model Code of Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
"Mr. Mo"	Mr. Mo Jianhua (} 6), a non-executive Director and one of the substantial Shareholders
"Mr. Qi"	Mr. Qi Jinxing (— – 3), one of the controlling Shareholders
"Mr. Zhu Huiming"	Mr. Zhu Huiming (á F ü), one of the substantial Shareholders
"Non-exempt CCT Agreements"	being the (i) 2022 Master Pre-delivery Management Services Agreement; and (ii) 2022 Property Management Services Agreement

"Optima Capital"	Optima Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed by the Company for the purpose of advising the Independent Board Committee and the Independent Shareholders in respect of the transactions under the Non-exempt CCT Agreements
"Prospectus"	the prospectus of the Company dated February 28, 2019
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) in the capital of the Company with nominal value of US$0.0001 each
"Shareholder(s)"	holder(s) of issued Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent.

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I. INTRODUCTION

Reference is made to the announcement of the Company dated December 16, 2021 in relation to, amongst others, the renewal of agreements relating to the continuing connected transactions of the Company. The Non-exempt CCT Agreements and the transactions contemplated thereunder are subject to the approval by the Independent Shareholders by way of ordinary resolution at the EGM.

The purpose of this circular is:

(i) to provide you with further details of the Non-exempt CCT Agreements and the respective proposed annual caps;

(ii) to set out the opinion of Optima Capital on the terms of the Non-exempt CCT Agreements and the respective proposed annual caps;

(iii) to set out the recommendation of the Independent Board Committee on the Non-exempt CCT Agreements and the respective proposed annual caps; and

(iv) to give you notice of the EGM to consider and, if thought fit, to approve the Non-exempt CCT Agreements and the respective proposed annual caps.

II. RENEWAL OF NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

1. 2022 Master Pre-delivery Management Services Agreement

(a) Background

Reference is made to the Prospectus, the announcement of the Company dated October 30, 2020, the circular of the Company dated November 30, 2020 and the poll results announcement of the extraordinary general meeting of the Company dated December 18, 2020, in relation to, among others, the continuing connected transactions under the Existing Master Pre-delivery Management Services Agreement, and the annual cap thereunder. As the Existing Master Pre-delivery Management Services Agreement would expire on December 31, 2021, and the Group is expected to carry on the transactions contemplated thereunder upon its expiry, the Company entered into the 2022 Master Pre-delivery Management Services Agreement with Binjiang Real Estate on December 16, 2021.

(b) Principal terms

Date:	December 16, 2021
Parties:	the Company and Binjiang Real Estate
Term:	One year from January 1, 2022 and ending on December 31, 2022
Subject matter:	The Group will provide to Binjiang Real Estate Group pre-delivery management services, including cleaning, quality check assistance and security services for completed properties and display units, and property sales venue management services to property developers.
Pricing and other terms:	The management fees to be charged by the Group under the 2022 Master Pre-delivery Management Services Agreement will be determined on arm's length basis, with reference to (i) the GFA, location and positioning of the properties to be sold; (ii) budgeted operational costs (including but not limited to labor costs, materials costs and administrative costs) to be incurred by the Group for providing such services; and (iii) scope and quality of the services proposed. The fees payable by Binjiang Real Estate Group to the Group and the relevant conditions shall be no less favourable to the Group than those offered by any Independent Third Party.

The parties will separately enter into pre-delivery management services agreements in respect of each pre-delivery management project subject to the terms of the 2022 Master Pre-delivery Management Services Agreement. As there is no regulatory requirement to conduct public tenders for pre-delivery management services, there was no tender process prior to the entering into of the pre-delivery management services agreements with Binjiang Real Estate Group.

(c) Historical amounts

For the two years ended December 31, 2020 and the eleven months ended November 30, 2021 (unaudited), the management fees paid to the Group for pre-delivery management services amounted to approximately RMB104.8 million, RMB151.5 million and RMB172.9 million, while the annual caps for 2019, 2020 and 2021 were RMB105 million, RMB210 million and RMB270 million, respectively.

(d) Annual cap and basis of determination

It is proposed that the annual cap for the transactions contemplated under the 2022 Master Pre-delivery Management Services Agreement for the year ending December 31, 2022 will not exceed RMB350.0 million.

The above annual cap is arrived at based on (i) the historical transaction amounts under the Existing Master Pre-delivery Management Services Agreement; (ii) 34 existing pre-delivery projects that the Group has been engaged by Binjiang Real Estate Group as service provider; and (iii) more than 30 new projects that the Group expects to be engaged by Binjiang Real Estate Group for the year ending December 31, 2022, based on the land acquisitions of Binjiang Real Estate Group from publicly available sources (such as public announcements made by Binjiang Real Estate), enquiries with Binjiang Real Estate Group as to the development plans of these land acquisitions, site visits conducted to assess the location and positioning of the prospective projects and the estimation of the budgeted costs and the applicable rate of fees for providing pre-delivery management services.

Taking into account of the pre-delivery management services provided to the existing projects of Binjiang Real Estate Group, the land acquisitions of Binjiang Real Estate Group, the development plans of these land acquisitions, the location and positioning of the prospective projects and the estimation of the budgeted costs and the applicable rate of fees for providing pre-delivery management services, the Company expects that the transaction amounts under the 2022 Master Pre-delivery Management Services Agreement for the year ending December 31, 2022 will be higher than those under the Existing Master Pre-delivery Management Services Agreement.

(e) Reasons for and benefits of entering into the 2022 Master Pre-delivery Management Services Agreement

The Group has been providing pre-delivery management services to Binjiang Real Estate Group for a number of years since 2007. Under the Existing Master Pre-delivery Management Services Agreement, the Group has been providing pre-delivery management services for properties developed by Binjiang Real Estate Group. In addition, based on the development plans of Binjiang Real Estate Group and the land acquisitions of the Binjiang Real Estate Group and in light of a growth of at least approximately 10% in Binjiang Real Estate Group's gross sales amount and a growth of at least approximately 26.7% in the number of Binjiang Real Estate Group's new projects from 2020 to 2021, the Company expects that there will be significant growth in the demand for pre-delivery management services to be provided by the Group to Binjiang Real Estate Group in 2022.

As such, the Directors consider it is beneficial for the Group to renew the Existing Master Pre-delivery Management Services Agreement.

2. 2022 Property Management Services Agreement

(a) Background

Reference is made to the Prospectus, the announcement of the Company dated October 30, 2020, the circular of the Company dated November 30, 2020 and the poll results announcement of the extraordinary general meeting of the Company dated December 18, 2020, in relation to, among others, the continuing connected transactions under the Existing Property Management Services Agreement, and the annual cap thereunder. As the Existing Property Management Services Agreement would expire on December 31, 2021, and the Group is expected to carry on the transactions contemplated thereunder upon its expiry, the Company entered into the 2022 Property Management Services Agreement with Binjiang Real Estate on December 16, 2021.

(b) Principal terms

Date:	December 16, 2021
Parties:	the Company and Binjiang Real Estate
Agency Period:	One year from January 1, 2022 and ending on December 31, 2022
Subject matter:	The Group will provide Binjiang Real Estate Group with property management services for their unsold residential and non-residential property units.
Pricing and other terms:	The service fees to be charged by the Group under the 2022 Property Management Services Agreement will be determined on arm's length basis, with reference to (i) the GFA, location and positioning of the properties involved; (ii) budgeted operational costs (including but not limited to labor costs, materials costs and administrative costs) to be incurred by the Group for providing such services; (iii) scope and quality of the services proposed; (iv) local government's pricing guidance/regulations on property management fees (where applicable); and (v) evaluation of competitors' pricing. The fees payable by Binjiang Real Estate Group to the Group and the relevant conditions shall be no less favourable to the Group than those offered by any Independent Third Party.

The parties will separately enter into property management services agreements in respect of each residential and non-residential property unit subject to the terms of the 2022 Property Management Services Agreement. Developers of residential buildings and non-residential buildings in the same property management area shall engage qualified property management enterprises by way of tender (the "**Tender Process**") under PRC law, which the Tender Process shall be organised by the developer or its agent and monitored by the real estate administrative department of the local governments (the "**Real Estate Department**"). The successful tenderer will enter into a property management service agreement with Binjiang Real Estate Group. In the event that there are less than three tenderers or the property scale is relatively small, the developer may, with the prior approval of the Real Estate Department, engage qualified property management enterprise through direct agreement.

(c) Historical amounts

For the two years ended December 31, 2020 and the eleven months ended November 30, 2021 (unaudited), the service fees paid to the Group for property management services amounted to approximately RMB14.5 million, RMB21.5 million and RMB37.4 million, while the annual caps for 2019, 2020 and 2021 were RMB15 million, RMB30 million and RMB50 million, respectively.

(d) Annual cap and basis of determination

It is proposed that the annual cap for the transactions contemplated under the 2022 Property Management Services Agreement for the year ending December 31, 2022 will not exceed RMB72.0 million.

The above annual cap is arrived at based on (i) the historical management fees under the Existing Property Management Services Agreement; (ii) the unsold residential and non-residential units and car parking spaces of more than 50 projects that the Group has been engaged by Binjiang Real Estate Group as property management service provider; and (iii) the new residential and non-residential property projects that the Group has been engaged by Binjiang Real Estate Group for property management services for the year ending December 31, 2022.

Based on the estimated pre-sale performance of Binjiang Real Estate Group and the development plans of Binjiang Real Estate Group, the Company expects that the demand for property management services will increase significantly in 2022 under the 2022 Property Management Services Agreement due to the increase in the expected GFA of the relevant residential and non-residential property units. As such, the transaction amounts under the 2022 Property Management Services Agreement for the year ending December 31, 2022 are expected to be higher than those under the Existing Property Management Services Agreement.

(e) Reasons for and benefits of entering into the 2022 Property Management Services Agreement

The Group has been providing property management services to Binjiang Real Estate Group for a number of years since 2004. Under the Existing Property Management Services Agreement, the Group has been able to secure initial property management service engagements for properties developed by Binjiang Real Estate Group. In addition, based on the estimated pre-sale performance of Binjiang Real Estate Group and the development plans of Binjiang Real Estate Group, the Group expects that the demand for property management services will increase rapidly in 2022 due to the increase in the expected GFA of the relevant residential and non-residential property units.

As such, the Directors consider it is beneficial for the Group to renew the Existing Property Management Services Agreement.

III. PRICING POLICY FOR CONTINUING CONNECTED TRANSACTIONS

As a general principle, the fees to be charged or paid by the Group under the respective agreement of the continuing connected transactions of the Group shall be determined on an arm's length basis in accordance with the prevailing market prices of similar services or products and on the following principles:

(i) by reference to transacted prices of recent transactions with same or substantially similar services or products with comparable service scope, service type and transaction volume conducted by the Group with other customers who are Independent Third Parties;

(ii) if there are not sufficient comparable transactions in (i) above, by reference to

In order to ascertain the prevailing market price, the sales department of the Group and its designated personnel will, from time to time, make reference to the price quoted by at least two Independent Third Parties for the provision of the same or similar services or products with comparable scope or quantities and quality under normal commercial terms in the ordinary course of business of such Independent Third Parties; or if applicable, the price list of services or products procured by Binjiang Real Estate Group from Independent Third Parties for the same or similar services or products with comparable scope or quantities and quality as provided by the Group to Binjiang Real Estate Group. The sales department of the Group will then compare the market price with the fees under individual transactions pursuant to the respective agreement of continuing connected transactions, and make evaluation and assessment to ensure that the price payable by or to be charged by Binjiang Real Estate Group will be on normal commercial terms or better and on terms no less favourable to the Group than those available from Independent Third Parties.

IV. INTERNAL CONTROL POLICIES FOR CONTINUING CONNECTED TRANSACTIONS

To ensure that the continuing connected transactions of the Group are on normal commercial terms or better and on terms no less favourable to the Group than those available from Independent Third Parties, the Group has adopted the following measures to review and assess whether the individual transactions will be conducted within the framework of the respective Non-exempt CCT Agreements and in accordance with the aforesaid pricing policy:

(1) the relevant personnel of the sales department and finance department will monitor the transactions on a monthly basis to ensure that the transaction amount does not exceed the annual caps of the respective Non-exempt CCT Agreements;

(2) the implementation of individual contracts shall be subject to the appropriate approval of the relevant personnel of the business department, finance department, legal department and management of the Group to ensure that the contracts are in line with the pricing policy and principal terms of the respective Non-exempt CCT Agreements, particularly that the service fees and payment terms are no less favorable to the Group than those available from Independent Third Parties;

(3) the relevant personnel of the business department of the Group will conduct annual reviews to keep abreast of the prevailing fee level in the market and the market conditions for the purpose of considering if the price charged for a specific transaction is fair and reasonable and is in accordance with the Group's pricing policy;

(4) the auditors of the Company shall conduct annual reviews on pricing and annual caps of such continuing connected transactions to ensure that the transactions amount is within the annual caps and that the transactions are conducted on the principal terms of the respective Non-exempt CCT Agreements; and

(5) the independent non-executive Directors shall review the management's review reports on the transactions contemplated under the respective Non-exempt CCT Agreements to ensure that such transactions are conducted on normal commercial terms or better and are in the ordinary and usual course of business of the Group, and the terms and conditions thereof are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

V. INFORMATION ON THE PARTIES

The Group

The Company is a limited liability company incorporated in the Cayman Islands. The Group is a reputable property management service provider in China with a focus on high-end properties. As at the Latest Practicable Date, the Group was owned as to approximately (i) 45.85% by Great Dragon Ventures Limited, a company held by Cantrust (Far East) Limited (through its nominee company) as trustee of Bright Cloud Trust which in turn is a discretionary trust set up by Mr. Qi as settlor with beneficiaries including Mr. Qi and his certain family members; (ii) 12.89% by Jovial Success Global Holdings Limited, a company held by Infiniti Trust (Asia) Limited (through its nominee companies) as trustee of Splendid Force Trust which in turn is a discretionary trust set up by Mr. Zhu Huiming as settlor with beneficiaries including Mr. Zhu Huiming and his certain family members; and (iii) 12.89% by Haoyu Ventures Limited, a company held by Infiniti Trust (Asia) Limited (through its nominee companies) as trustee of Great Splendor Trust which in turn is a discretionary trust set up by Mr. Mo as settlor with beneficiaries including Mr. Mo and his certain family members.

Binjiang Real Estate

Binjiang Real Estate, a limited liability company established in the PRC, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002244), is mainly engaged in real estate development. As at the Latest Practicable Date, Binjiang Real Estate was owned as to approximately (i) 45.41% by Binjiang Holdings; (ii) 11.94% by Mr. Qi; (iii) 3.22% by Mr. Mo; (iv) 3.22% by Mr. Zhu Huiming; and (v) 1.00% by Mr. Qi Jiaqi (齊家祺), the son of Mr. Qi. The remaining shareholders of Binjiang Real Estate each holds less than 5% interest. Binjiang Holdings, which is controlled by Mr. Qi, is owned as to 64% by Mr. Qi, 18% by Mr. Mo and 18% by Mr. Zhu Huiming.

VI. RELATIONSHIP BETWEEN THE GROUP AND BINJIANG REAL ESTATE GROUP

The Group believes that the continuing connected transactions between the Group and Binjiang Real Estate Group do not constitute undue reliance on Binjiang Real Estate Group based on the following grounds:

(i) The majority of the Group's revenue had been generated from independent third parties. The Group's revenue attributable to Binjiang Real Estate Group amounted to approximately RMB126.7 million, RMB181.8 million and RMB192.2 million, representing approximately 18.1%, 18.9% and 19.8% of the Group's total revenue for the two years ended December 31, 2020 and the nine months ended September 30, 2021, respectively. There was a general stable trend in the proportion of the Group's total revenue attributable to relevant connected transactions.

(ii) The Group's scale of continuing connected transactions had been reasonable. For the two years ended December 31, 2020, the Group's revenue attributable to Binjiang Real Estate Group in property management services represented approximately 3.5% and 3.9% of the Group's revenue in property management services and approximately 2.1% and 2.2% of the Groups' total revenue, respectively; the Group's revenue attributable to Binjiang Real Estate Group in pre-delivery management services represented approximately 55.5% and 53.7% of the Group's revenue in pre-delivery management services and approximately 14.9% and 15.8% of the Groups' total revenue, respectively.

(iii) The Group continues to adhere to its development and expansion strategy and will further increase the proportion of business engagement with independent third parties. The proportion of GFA managed by the Group derived from projects developed by independent third parties increased from approximately 4.8% in 2015 to approximately 34.7% by the end of 2020 and further increased to approximately 43.4% by mid-2021. In the first half of 2021, approximately 78.3% of the newly added GFA under management was derived from projects developed by independent third parties. As of September 30, 2021, there were 34 new projects with a GFA of approximately 6.2 million square meters in the third quarter, of which 27 were sourced from independent third parties.

(iv) In view of the sustainable and sound development of Binjiang Real Estate Group, the Group and Binjiang Real Estate Group will maintain long-term and stable cooperative relationships for mutual benefits. Accordingly, the Group does not expect any material adverse change to the well-established relationship between the Group and Binjiang Real Estate Group in the foreseeable future. The daily operation of the Group rests primarily with its Board and the senior management. The Group has also maintained its own financial team and has capability for independently expanding, operating and managing projects sourced from independent third parties. There is no management, financial or operational reliance on Binjiang Real Estate Group.

VII. LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, Binjiang Real Estate was controlled by Mr. Qi, one of the controlling Shareholders, and is therefore a connected person of the Company under the Listing Rules. Accordingly, the transactions contemplated under the Non-exempt CCT Agreements constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios for the annual caps contemplated under each of the Non-exempt CCT Agreements exceed 5%, the transactions contemplated thereunder are subject to the reporting, announcement, Independent Shareholders' approval and annual review requirements in accordance with Chapter 14A of the Listing Rules.

VIII. EGM

A notice of the EGM is set out on page EGM-1 to EGM-3 of this circular. The EGM will be convened and held at the Main Conference Room, Block 6, 36 Qingchun Road East, Shangcheng District, Hangzhou, the PRC on Tuesday, February 22, 2022 at 3:30 p.m. for the Independent Shareholders to consider, and if thought fit, to approve the Non-exempt CCT Agreements and the transactions respectively contemplated thereunder.

The proxy form of the EGM is also enclosed in this circular.

For the purpose of determining the eligibility of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, February 17, 2022 to Tuesday, February 22, 2022, both days inclusive, during which period no transfer of Shares will be registered.

Shareholders who wish to attend and vote at the EGM but have not registered the transfer documents shall submit the share certificates together with the properly completed share transfer forms to the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, February 16, 2022, for registration.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, voting on all resolutions set out in the notice of EGM shall be taken by way of poll. Any Shareholders who are involved in or interested in any of the Non-exempt CCT Agreements and the transactions contemplated respectively thereunder are required to abstain from voting on the relevant ordinary resolutions.

Under Rule 14A.36 of the Listing Rules, any shareholder who has a material interest in a proposed transaction must abstain from voting at the relevant general meeting on the relevant resolution(s). As at the Latest Practicable Date, Binjiang Real Estate was controlled by Mr. Qi, one of the controlling shareholders of the Company interested in 126,720,000 Shares (representing approximately 45.85% of the Company's total issued share capital) as at the Latest Practicable Date. As such, Mr. Qi and his associates who were interested in 126,720,000 Shares (representing approximately 45.85% of the Company's total issued share capital) as at the Latest Practicable Date will abstain from voting on the resolution(s) to be passed at the EGM. As at the Latest Practicable Date, Mr. Mo and Mr. Zhu Huiming were shareholders of Binjiang Real Estate, and substantial shareholders of the Company. As such, Mr. Mo, Mr. Zhu Huiming and their respective associates who were interested in 71,280,000 Shares (representing approximately 25.79% of the Company's total issued share capital) as at the Latest Practicable Date will abstain from voting on the resolution(s) to be passed at the EGM.

As at the Latest Practicable Date, to the best of Directors' knowledge, information and belief after having made all reasonable enquiries, save for Mr. Qi, Mr. Mo, Mr. Zhu Huiming, and their respective associates, none of the other Shareholders had a material interest in the Non-exempt CCT Agreement and the transactions contemplated respectively thereunder and is required to abstain from voting on the relevant resolution(s) to be proposed at the EGM.

IX. GENERAL

The Board (including the independent non-executive Directors) considers that the entry of the Non-exempt CCT Agreements are in the Group's ordinary course of business, and the terms of the Non-exempt CCT Agreements and the annual caps thereunder are on normal commercial terms or better and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Mr. Mo, a non-executive Director, is a shareholder of Binjiang Real Estate, and has therefore abstained from voting on the Board resolution approving the Non-exempt CCT Agreements. Save as aforementioned, none of the other Directors have a material interest in the transactions contemplated under the Non-exempt CCT Agreements and no other Director has abstained from voting.

X. RECOMMENDATION

The Independent Board Committee (comprising all the independent non-executive Directors) has been formed to advise the Independent Shareholders on the entry of the Non-exempt CCT Agreements and the transactions contemplated thereunder. Having taken into account the terms of the Non-exempt CCT Agreements, the information provided in the letter from the Board and the letter from Optima Capital, the Independent Board Committee considers that the entering into of the Non-exempt CCT Agreements are in the ordinary and usual course of business of the Group, and the terms of the Non-exempt CCT Agreements are on normal commercial terms or better, are fair and reasonable so far as the Independent Shareholders are concerned, and are in the interests of the Company and the Independent Shareholders as a whole. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the ordinary resolutions in relation to the Non-exempt CCT Agreements and the transactions contemplated thereunder to be proposed at the EGM and the respective proposed annual caps.

XI. ADDITIONAL INFORMATION

Your attention is drawn to the letter from the Independent Board Committee as set out on pages 18 to 19 of this circular which contains its recommendations to the Independent Shareholders in respect of the terms of the Non-exempt CCT Agreements and the respective proposed annual caps. Your attention is also drawn to the letter of advice from Optima Capital which contains, amongst other matters, its advices to the Independent Board Committee and the Independent Shareholders. The letter from Optima Capital is set out on pages 20 to 33 of this circular.

Your attention is also drawn to the general information set out in the appendix of this circular.

Yours faithfully,
For and on behalf of the Board
BINJIANG SERVICE GROUP CO. LTD.
Zhu Lidong
Chairman